

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

STEPHEN SULLIVAN, WHITE OAK FUND LP, CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM, SONTERRA CAPITAL MASTER FUND, LTD., FRONTPOINT PARTNERS TRADING FUND, L.P., AND FRONTPOINT AUSTRALIAN OPPORTUNITIES TRUST on behalf of themselves and all others similarly situated,

Plaintiffs,

- against -

BARCLAYS PLC, BARCLAYS BANK PLC, BARCLAYS CAPITAL INC., BNP PARIBAS S.A., CITIGROUP, INC., CITIBANK N.A., COÖPERATIEVE CENTRAL RAIFFISEN-BOERENLEENBANK B.A., CRÉDIT AGRICOLE S.A., CRÉDIT AGRICOLE CIB, DEUTSCHE BANK AG, DB GROUP SERVICES UK LIMITED, HSBC HOLDINGS PLC, HSBC BANK PLC, ICAP PLC, ICAP EUROPE LIMITED, J.P. MORGAN CHASE & CO., JPMORGAN CHASE BANK, N.A., THE ROYAL BANK OF SCOTLAND PLC, SOCIÉTÉ GÉNÉRALE SA, UBS AG AND JOHN DOES NOS. 1-50,

Defendants.

No. 13-cv-02811 (PKC)

**DECLARATION OF JOANNE BAGSHAW
IN SUPPORT OF DB GROUP SERVICES (UK) LIMITED'S
MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION**

I, Joanne Bagshaw, hereby declare:

1. I am Corporate Secretary of DB Group Services (UK) Limited ("DB Group Services"). I submit this declaration in further support of DB Group Services' motion to dismiss

the above-captioned action for lack of personal jurisdiction. The facts stated herein are true based on my own personal knowledge, inquiries within DB Group Services and my review of records maintained in the regular course of business by DB Group Services.

2. DB Group Services is an indirectly held subsidiary of Deutsche Bank Aktiengesellschaft (“Deutsche Bank AG”) incorporated under the laws of the United Kingdom.

3. DB Group Services’ registered office is located at 23 Great Winchester Street, London, United Kingdom, EC2P 2AX. DB Group Services’ sole place of business is and has always been in the United Kingdom.

4. DB Group Services is a services company. DB Group Services’ principal business is to supply the services of its employees to Deutsche Bank AG and its subsidiaries in the United Kingdom. As a services company, DB Group Services does not provide banking services or engage in the trading of financial instruments.

5. At all relevant times, DB Group Services was not a member of the panel of banks that submitted or contributed to the European Banking Federation’s Euro Interbank Offered Rate (“EURIBOR”).

6. At all relevant times, no employees of DB Group Services held responsibility for calculating or submitting Deutsche Bank’s EURIBOR submissions.

7. At all relevant times, DB Group Services did not have any operations in the United States.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 9 day of October 2015 in London, United Kingdom.

A handwritten signature in blue ink, appearing to read "Bagshaw", is written over a horizontal line.

Joanne Bagshaw